IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITION NO.800 OF 2005

CONNECTED WITH

COMPANY APPLICATION NO.676 OF 2005

In the matter of Section 391 to 394 of the Companies Act, 1956;

And

In the matter of Scheme of Amalgamation between (1) Highland Distilleries Ltd. (2) Bhankerpur Simbhaoli Beverages Pvt. Ltd., (3) Shaw Wallace Liquor Brands Pvt. Ltd. (4) Shaw Wallace Beer Brands Pvt. Ltd., (5) Shaw Wallace Spirits Ltd. with Shaw Wallace Distilleries Ltd.

Shaw Wallace Spirits Ltd. ..Petitioner

Ms.Alpana Ghone i/b.M/s.Kanga & Company for the Petitioner.

Mr.C.J.Joy with Mr.R.C.Master and Mr.M.M.Goswami i/b. Dr.T.C.Kaushik for Regional Director, Department of Company Affairs Maharashtra, Mumbai.

Mr.S.C.Gupta, Official Liquidator present.

CORAM : S.J. VAZIFDAR, J.
DATED : 27TH JANUARY, 2006.

P.C. :

The Petition is filed seeking sanction of a scheme of amalgamation between the Petitioner i.e.

the transferor company and four other transferee companies with the Petitioner in Company Petition No.889 of 2005 (transferee company).

2. Four of the transferor companies are in Chennai, Uttar Pradesh and Punjab and the petitions have been filed in the respective High Courts.

3. The Official Liquidator in his report stated that the affairs of the transferor company have not been conducted in a manner prejudicial to the interest of its members or to the public interest. The Regional Director in his affidavit stated that the scheme is not prejudicial to the interest of the creditors and the shareholders.

4. The Petitions are made absolute in terms of prayers (a) to (e).

5. Costs of the Regional Director and the Official Liquidator fixed at Rs.2500/- each.

6. Filing and issuance of the drawn up order is dispensed with.

All concerned to act on an ordinary copy of this

order duly authenticated by the Company Registrar.